MCNALLY ANDREW IV

Form 4 January 07, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

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See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MCNALLY ANDREW IV Issuer Symbol HUBBELL INC [HUBA, HUBB] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title __X_ Other (specify HAMMOND, KENNEDY, 01/05/2009 below) below) WHITNEY & COMPANY. Trustee of 10% Owner Trust INC, 333 NORTH MICHIGAN AVE., SUITE 2200 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CHICAGO, IL 60601 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities (Instr. 3) Code Beneficially (D) or Beneficial (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Price Code V Amount (D) Class A Common 01/05/2009 M 2,431 Α (1) 2,431 D (\$.01 Par) Class B Common 01/05/2009 M 62,375 A <u>(1)</u> 77,687 D (\$.01 Par)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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displays a currently valid OMB control number.

Stock

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of		6. Date Exercisable and		7. Title and
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nsactionDerivative Expiration Date			e	Underlying S
Security	or Exercise		any	Code	Securities Acquired		(Month/Day/Year)		(Instr. 3 and
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of				
	Derivative				(D)				
	Security				(Instr. 3, 4, and 5)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
D									Class A
Directors									and Class
Deferred	(2)	01/05/2009		M		33 261 174	01/05/2009	01/05/2009	В
Compensation	<u>(2)</u>	01/03/2009		141		33,201.174	01/03/2009	01/03/2009	
O. Î.T.									Common

Reporting Owners

Reporting Owner Name / Address	Kelationships					
Dire	ector	10% Owner	Officer	Other		
MCNALLY ANDREW IV HAMMOND, KENNEDY, WHITNEY & COMPANY, INC 333 NORTH MICHIGAN AVE., SUITE 2200 CHICAGO, IL 60601	X			Trustee of 10% Owner Trust		

Signatures

Stock Units

Richard W. Davies Attorney-in-fact for Andrew
McNally IV

01/07/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each deferred compensation share unit was the economic equivalent of one share of Class A Common Stock and one share of Class B Common Stock.

Reflects distribution of deferred compensation share units, each of which was the economic equivalent of one share of Class A Common Stock and one share of Class B Common Stock. 2,431 of share units from prior to 7/7/88 are converted on a one for one basis of one share of Class A Common Stock and one share of Class B Common Stock for each share unit held, and the remainder of the share units were converted based on a formula equal to the sum of (a) one Class B share for each share unit held plus (b) the number of share units held multiplied by the closing price of the Class A shares and divided by the closing price of the Class B shares, both determined on December 30, 2008, the third business day prior to the transaction date as provided for in Hubbell's Deferred Compensation Plan for Directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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